

Form 1120S

Department of the Treasury
Internal Revenue Service

U.S. Income Tax Return for an S Corporation

OMB No. 1545-0130

► Do not file this form unless the corporation has timely filed
Form 2553 to elect to be an S corporation.
► See separate instructions.

2002

For calendar year 2002, or tax year beginning _____, and ending _____

A Effective date of election as an S corporation 04/04/1994	Name US MOBILCOMM, INC. Number, street, and room or suite no. (If a P.O. box, see page 11 of the instructions.) 805 BRYN MAWR AVE	C Employer identification number 23-2767067
B Business code no. (see pages 29-31) 513000	City or town, state, and ZIP code NEWTOWN SQUARE, PA 19073-4330	D Date incorporated 04/04/1994
		E Total assets (see page 11) 54,058.

F Check applicable boxes: (1) Initial return (2) Final return (3) Name change (4) Address change (5) Amended returnG Enter number of shareholders in the corporation at end of the tax year ► **2**

Caution: Include only trade or business income and expenses on lines 1a through 21. See page 11 of the instructions for more information.

Income	1a Gross receipts or sales 26,310.	b Less refunds and allowances	c Bal ► 1c 26,310.
1	2 Cost of goods sold (Schedule A, line 8)		2 6,315.
2	3 Gross profit. Subtract line 2 from line 1c		3 19,995.
3	4 Net gain (loss) from Form 4797, Part II, line 18 (attach Form 4797)		4
4	5 Other income (loss) (attach schedule)		5
5	6 Total income (loss). Combine lines 3 through 5 ► 6		19,995.
6	7 Compensation of officers		7
7	8 Salaries and wages (less employment credits)		8
8	9 Repairs and maintenance		9 329.
9	10 Bad debts		10
10	11 Rents		11
11	12 Taxes and licenses		12 93.
12	13 Interest		13 2,671.
13	14a Depreciation (if required, attach Form 4562)	14a 382.	
14a	b Depreciation claimed on Schedule A and elsewhere on return	14b	
14b	c Subtract line 14b from line 14a		14c 382.
14c	15 Depletion (Do not deduct oil and gas depletion.)		15
15	16 Advertising		16
16	17 Pension, profit-sharing, etc., plans		17
17	18 Employee benefit programs		18
18	19 Other deductions (attach schedule) SEE STATEMENT 1		19 42,255.
19	20 Total deductions. Add the amounts shown in the far right column for lines 7 through 19 ► 20		45,730.
20	21 Ordinary income (loss) from trade or business activities. Subtract line 20 from line 6 21		-25,735.
21	22 Tax: a Excess net passive income tax (attach schedule) 22a		
22a	b Tax from Schedule D (Form 1120S) 22b		
22b	c Add lines 22a and 22b (see page 16 of the instructions for additional taxes) 22c		
22c	23 Payments: a 2002 estimated tax payments and amount applied from 2001 return 23a		
23a	b Tax deposited with Form 7004 23b		
23b	c Credit for Federal tax paid on fuels (attach Form 4136) 23c		
23c	d Add lines 23a through 23c		
23d	24 Estimated tax penalty. Check if Form 2220 is attached		► <input type="checkbox"/>
24	25 Tax due. If the total of lines 22c and 24 is larger than line 23d, enter amount owed. See page 4 of the instructions for depository method of payment		
25	26 Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid ► 26		
26	27 Enter amount of line 26 you want credited to 2003 estimated tax ► Refunded ► 27		

EXHIBIT

PX 9

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

Date

Title

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid	Preparer's signature ►	Date	Check if self-employed	Preparer's SSN or PTIN
Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code ►	RICHARD SHORIN, CPA 255 RIDINGS WAY AMBLER, PA 19002-5247		EIN
				Phone no. 215-628-1991

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Form 1120S (2002)

US MOBILCOMM, INC.

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Schedule A Cost of Goods Sold (see page 17 of the instructions)

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	SEE STATEMENT 2	5 6,315
6	Total. Add lines 1 through 5	6	6,315
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	6,315

9a Check all methods used for valuing closing inventory: (i) Cost as described in Regulations section 1.471-3(ii) Lower of cost or market as described in Regulations section 1.471-4(iii) Other (specify method used and attach explanation) ►

b Check if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c) ►

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ►

d If the LIFO inventory method was used for this tax year, enter percentage (or amounts) of closing inventory computed under LIFO ► 9d

e Do the rules of section 263A (for property produced or acquired for resale) apply to the corporation? ►

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ► Yes No

If "Yes," attach explanation.

Schedule B Other Information

		Yes	No
1	Check method of accounting: (a) <input checked="" type="checkbox"/> Cash (b) <input type="checkbox"/> Accrual (c) <input type="checkbox"/> Other (specify) ►		
2	Refer to the list on pages 29 through 31 of the instructions and state the corporation's principal: (a) Business activity ► TWO WAY RADIO (b) Product or service ► SERVICE		
3	Did the corporation at the end of the tax year own, directly or indirectly, 50% or more of the voting stock of a domestic corporation? (For rules of attribution, see section 267(c).) If "Yes," attach a schedule showing: (a) name, address, and employer identification number and (b) percentage owned..	X	
4	Was the corporation a member of a controlled group subject to the provisions of section 1561?	X	
5	Check this box if the corporation has filed or is required to file Form 8264, Application for Registration of a Tax Shelter ►		
6	Check this box if the corporation issued publicly offered debt instruments with original issue discount		
	If so, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.		
7	If the corporation: (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to its basis (or the basis of any other property) in the hands of a C corporation, and (b) has net unrealized built-in gain (defined in section 1374(d)(1)) in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years (see page 17 of the instructions) ► \$		
8	Check this box if the corporation had accumulated earnings and profits at the close of the tax year (see page 18 of the instructions)		
9	Are the corporation's total receipts (see page 29 of the instructions) for the tax year and total assets at the end of the tax year less than \$250,000? If "Yes", the corporation is not required to complete Schedules L and M-1	X	

Note: If the corporation had assets or operated a business in a foreign country or U.S. possession, it may be required to attach Schedule N (Form 1120), Foreign Operations of U.S. Corporations, to this return. See Schedule N for details.

Schedule K Shareholders' Shares of Income, Credits, Deductions, etc.

Income (Loss)	(a) Pro rata share items	(b) Total amount	
1	Ordinary income (loss) from trade or business activities (page 1, line 21)	1	-25,735
2	Net income (loss) from rental real estate activities (attach Form 8825)	2	
3a	Gross income from other rental activities	3a	
b	Expenses from other rental activities (attach schedule)	3b	
c	Net income (loss) from other rental activities. Subtract line 3b from line 3a	3c	
4	Portfolio income (loss):		
a	Interest income	4a	225
b	Ordinary dividends	4b	
c	Royalty income	4c	
d	Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	4d	
e	(1) Net long-term capital gain (loss) (attach Schedule D (Form 1120S))	4e(1)	39,400
	(2) 28% rate gain (loss) ► (3) Qualified 5-year gain		
f	Other portfolio income (loss) (attach schedule)	4f	
5	Net section 1231 gain (loss) (other than due to casualty or theft) (attach Form 4797)	5	
6	Other income (loss) (attach schedule)	6	

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Schedule K Shareholders' Shares of Income, Credits, Deductions, etc. (continued)

	(a) Pro rata share items	(b) Total amount
Deductions	7 Charitable contributions (attach schedule)	7
	8 Section 179 expense deduction (attach Form 4562)	8
	9 Deductions related to portfolio income (loss) (itemize)	9
	10 Other deductions (attach schedule)	10
Investment Interest	11a Interest expense on investment debts	11a
	b (1) Investment income included on lines 4a, 4b, 4c, and 4f above	11b(1) 225.
	(2) Investment expenses included on line 9 above	11b(2)
Credits	12a Credit for alcohol used as a fuel (attach Form 6478)	12a
	b Low-income housing credit:	
	(1) From partnerships to which section 42(j)(5) applies	12b(1)
	(2) Other than on line 12b(1)	12b(2)
	c Qualified rehabilitation expenditures related to rental real estate activities (attach Form 3468)	12c
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d
	e Credits related to other rental activities	12e
	13 Other credits	13
Adjustments and Tax Preference Items	14a Depreciation adjustment on property placed in service after 1986	14a 44.
	b Adjusted gain or loss	14b
	c Depletion (other than oil and gas)	14c
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)
	e Other adjustments and tax preference items (attach schedule)	14e
Foreign Taxes	15a Name of foreign country or U.S. possession ►	15a
	b Gross income from all sources	15b
	c Gross income sourced at shareholder level	15c
	d Foreign gross income sourced at corporate level:	
	(1) Passive	15d(1)
	(2) Listed categories (attach schedule)	15d(2)
	(3) General limitation	15d(3)
	e Deductions allocated and apportioned at shareholder level:	
	(1) Interest expense	15e(1)
	(2) Other	15e(2)
	f Deductions allocated and apportioned at corporate level to foreign source income:	
	(1) Passive	15f(1)
	(2) Listed categories (attach schedule)	15f(2)
	(3) General limitation	15f(3)
	g Total foreign taxes (check one): ► <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	15g
	h Reduction in taxes available for credit (attach schedule)	15h
Other	16 Section 59(e)(2) expenditures: a Type ►	b Amount ► 16b
	17 Tax-exempt interest income	17
	18 Other tax-exempt income	18
	19 Nondeductible expenses	19
	20 Total property distributions (including cash) other than dividends reported on line 22 below	20
	21 Other items and amounts required to be reported separately to shareholders (attach schedule)	22
	22 Total dividend distributions paid from accumulated earnings and profits	22
	23 Income (loss). (Required only if Schedule M-1 must be completed.) Combine lines 1 through 6 in column (b). From the result, subtract the sum of lines 11a, 15g, and 16b	23 13,890.

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Note: The corporation is not required to complete Schedules L and M-1 if question 9 of Schedule B is answered "Yes."

Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
Assets					
1 Cash			6,570.		11,088.
2a Trade notes and accounts receivable					
b Less allowance for bad debts					
3 Inventories					
4 U.S. Government obligations					
5 Tax-exempt securities					
6 Other current assets (attach schedule)			14,400.		14,400.
7 Loans to shareholders					
8 Mortgage and real estate loans					
9 Other investments (attach schedule)					
10a Buildings and other depreciable assets		90,913.		44,213.	
b Less accumulated depreciation		90,683.	230.	43,004.	1,209.
11a Depletable assets.					
b Less accumulated depletion					
12 Land (net of any amortization)					
13a Intangible assets (amortizable only)		28,500.		28,500.	
b Less accumulated amortization		15,168.	13,332.	16,935.	11,565.
14 Other assets (attach schedule)			45,455.		15,796.
15 Total assets			79,987.		54,058.
Liabilities and Shareholders' Equity					
16 Accounts payable					
17 Mortgages, notes, bonds payable in less than 1 year					
18 Other current liabilities (attach schedule)			395.		2.
19 Loans from shareholders					
20 Mortgages, notes, bonds payable in 1 year or more.					
21 Other liabilities (attach schedule)					
22 Capital stock			5.		5.
23 Additional paid-in capital			515,438.		476,012.
24 Retained earnings			-435,851.		-421,961.
25 Adjustments to shareholders' equity (attach schedule)					
26 Less cost of treasury stock			()		()
Total liabilities and shareholders' equity			79,987.		54,058.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

1 Net income (loss) per books	13,890.	5 Income recorded on books this year not included on Schedule K, lines 1 through 6 (itemize): a Tax-exempt interest	
2 Income included on Schedule K, lines 1 through 6, not recorded on books this year (itemize):			
3 Expenses recorded on books this year not included on Schedule K, lines 1 through 11a, 15g, and 16b (itemize): a Depreciation		6 Deductions included on Schedule K, lines 1 through 11a, 15g, and 16b, not charged against book income this year (itemize): a Depreciation	
b Travel and entertainment			
4 Add lines 1 through 3	13,890.	7 Add lines 5 and 6	
		8 Income (loss) (Schedule K, line 23). Line 4 less line 7	13,890.

Schedule M-2 Analysis of Accumulated Adjustments Account, Other Adjustments Account, and Shareholders' Undistributed Taxable Income Previously Taxed (see page 26 of the instructions)

	(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
1 Balance at beginning of tax year	-374,237.		
2 Ordinary income from page 1, line 21			
3 Other additions SEE STATEMENT 4.	39,625.		
4 Loss from page 1, line 21	(25,735.)		
5 Other reductions	() ()		
6 Combine lines 1 through 5	-360,347.		
7 Distributions other than dividend distributions			
8 Balance at end of tax year. Subtract line 7 from line 6	-360,347.		

**SCHEDULE D
(Form 1120S)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses and Built-In Gains**

OMB No. 1545-0130

2002

► Attach to Form 1120S.

► See separate instructions.

Name

US MOBILCOMM, INC.

Employer identification number
23-2767067**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example, 100 shares of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) ((d) minus (e))	
1						
2 Short-term capital gain from installment sales from Form 6252, line 26 or 37 . . .				2		
3 Short-term capital gain or (loss) from like-kind exchanges from Form 8824 . . .				3		
4 Combine lines 1 through 3 in column (f)				4		
5 Tax on short-term capital gain included on line 22 below				5 ()		
6 Net short-term capital gain or (loss). Combine lines 4 and 5. Enter here and on Form 1120S, Schedule K, line 4d or 6				6		

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example, 100 shares of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) ((d) minus (e))	(g) 28% rate gain or (loss) *(see instr. below)
7 SEE STATEMENT 5					39,400.	
8 Long-term capital gain from installment sales from Form 6252, line 26 or 37 . . .				8		
9 Long-term capital gain or (loss) from like-kind exchanges from Form 8824 . . .				9		
10 Capital gain distributions				10		
11 Combine lines 7 through 10 in column (f)				11 39,400.		
12 Tax on long-term capital gain included on line 22 below				12 () ()		
13 Combine lines 7 through 12 in column (g). Enter here and on Form 1120S, Schedule K, line 4e(2) or 6				13		
14 Net long-term capital gain or (loss). Combine lines 11 and 12 in column (f). Enter here and on Form 1120S, Schedule K, line 4e(1) or 6				14 39,400.		

* 28% rate gain or (loss) includes all "collectibles gains and losses" (as defined in the instructions).

Part III Built-In Gains Tax (See instructions before completing this part.)

15 Excess of recognized built-in gains over recognized built-in losses (attach computation schedule)	15	
16 Taxable income (attach computation schedule)	16	
17 Net recognized built-in gain. Enter the smallest of line 15, line 16, or line 7 of Schedule B	17	
18 Section 1374(b)(2) deduction	18	
19 Subtract line 18 from line 17. If zero or less, enter -0- here and on line 22	19	
20 Enter 35% of line 19	20	
21 Business credit and minimum tax credit carryforwards under section 1374(b)(3) from C corporation years	21	
22 Tax. Subtract line 21 from line 20 (if zero or less, enter -0-). Enter here and on Form 1120S, page 1, line 22b	22	

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule D (Form 1120S) 2002

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Form 4562Department of the Treasury
Internal Revenue Service

Name(s) shown on return

US MOBILCOMM, INC.

Business or activity to which this form relates

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions.

► Attach to your tax return.

OMB No. 1545-0172

2002Attachment
Sequence No. 67

Identifying number

23-2767067

GENERAL DEPRECIATION AND AMORTIZATION**Part I Election To Expense Certain Tangible Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount. See page 2 of the instructions for a higher limit for certain businesses	1	24,000.
2 Total cost of section 179 property placed in service (see page 2 of the instructions)	2	1,361.
3 Threshold cost of section 179 property before reduction in limitation	3	200,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see page 2 of the instructions	5	24,000.

(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6			
7 Listed property. Enter the amount from line 29	7		
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8		
9 Tentative deduction. Enter the smaller of line 5 or line 8	9		
10 Carryover of disallowed deduction from line 13 of your 2001 Form 4562	10		
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12		
13 Carryover of disallowed deduction to 2003. Add lines 9 and 10, less line 12 ► 13			

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see page 3 of the instructions)	14	
15 Property subject to section 168(f)(1) election (see page 4 of the instructions)	15	
16 Other depreciation (including ACRS) (see page 4 of the instructions)	16	

Part III MACRS Depreciation (Do not include listed property.) (See page 4 of the instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2002	17	110.
18 If you are electing under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here ► <input type="checkbox"/>		

Section B - Assets Placed in Service During 2002 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		1,361.	5.000	HY	200DB	272.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			27.5 yrs.	MM	S/L	
			39 yrs.	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2002 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs.		S/L
c 40-year			40 yrs.	MM	S/L

Part IV Summary (see page 6 of the instructions)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	382.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

2002 Depreciation

02/15/20
USA
2C9027 1.000

23-2767067

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US MOBILCOMM, INC.

2002 Amortization

US MOBILITY, INC.

Description of Property
GENERAL DEPRECIATION AND AMORTIZATION

SA C9026 1.000

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2002 Alternative Minimum Tax Depreciation

US MOBILCOMM, INC.

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FORM 1120S, PAGE 1 DETAIL

LINE 12 - TAXES

TAXES AND LICENSES EXCLUDING INCOME TAXES

FRANCHISE AND CAPITAL STOCK TAX	93.
TOTAL	93.

LINE 19 - OTHER DEDUCTIONS

AMORTIZATION	1,767.
INSURANCE	1,150.
OFFICE SUPPLIES	156.
POSTAGE AND FEDEX	91.
ACCOUNTING AND PROFESSIONAL SERVICES	7,227.
BANK CHARGES	16.
ABANDONMENT EXPENSE	29,659.
DUES AND MEMBERSHIPS	513.
TELEPHONE	1,676.
TOTAL	42,255.

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STATEMENT 1

02/15/2003

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US MOBILCOMM, INC.

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FORM 1120S, PAGE 2 DETAIL

SCH A, LINE 5 - OTHER COSTS

SITE RENT COSTS	4,961.
OTHER DIRECT SITE COSTS (PHONE, INSURANCE, RESELLER)	1,354.
TOTAL	6,315.

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STATEMENT 2

02/15/2003

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US MOBILCOMM, INC.

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FORM 1120S, PAGE 4 DETAIL - SCH L

	BEGINNING	ENDING
LINE 6 - OTHER CURRENT ASSETS	-----	-----
LICENSE OPTION PAYMENTS	14,400.	14,400.
TOTAL	14,400.	14,400.
LINE 14 - OTHER ASSETS	-----	-----
LONG TERM STORED EQUIPMENT	45,455.	15,796.
TOTAL	45,455.	15,796.
LINE 18 - OTHER CURRENT LIABILITIES	-----	-----
SALES TAX PAYABLE	395.	2.
TOTAL	395.	2.

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STATEMENT 3

02/15/2003

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US MOBILCOMM, INC.

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FORM 1120S, PAGE 4 DETAIL

SCH M-2, LINE 3 - OTHER ADDITIONS - AAA

INTEREST INCOME	225.
NET LONG-TERM CAPITAL GAIN	39,400.
TOTAL	39,625.

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STATEMENT 4

02/15/2003

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SCHEDULE D (FORM 1120S) DETAIL

LINE 7 - LONG-TERM CAPITAL GAINS AND LOSSES

PROPERTY	DATE ACQ	DATE SOLD	SALES PRICE	COST	GAIN/LOSS
220 MHZ LICENSE- ADDITIONAL PROCEEDS	07/01/1996	02/15/2002	10,000.	NONE	10,000.
220 MHZ LICENSE- ADDITIONAL PROCEEDS	07/01/1996	05/09/2002	29,400.	NONE	29,400.
TOTAL					39,400.

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02/15/2003

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STATEMENT 5

US MOBILCOMM, INC.

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FEDERAL FOOTNOTES

RECONCILIATION OF ACCUMULATED ADJUSTMENTS ACCOUNT TO
RETAINED EARNINGS:

C CORPORATION EARNINGS AND PROFITS	- 61,614.
ACCUMULATED ADJUSTMENTS ACCOUNT	-360,347.
BOOK RETAINED EARNINGS	<hr/> <u>-421,961.</u> <hr/>

TAXPAYER ELECTS NOT TO TAKE BONUS DEPRECIATION ON THE COMPUTER
EQUIPMENT PURCHASED IN 2002 COSTING \$ 1361.

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STATEMENT 6

02/15/2003

23-2767067

22

**SCHEDULE K-1
(Form 1120S)****Shareholder's Share of Income, Credits, Deductions, etc.**

OMB No. 1545-0130

► See separate instructions.

For calendar year 2002 or tax year

2002Department of the Treasury
Internal Revenue Service

beginning

and ending

, 20

Shareholder's identifying number ► 043-50-6463

Corporation's identifying number ► 23-2767067

Shareholder's name, address, and ZIP code

Corporation's name, address, and ZIP code

DAVID W. ELKIN
805 BRYN MAWR AVE
NEWTOWN SQUARE, PA 19073-4330US MOBILCOMM, INC.
805 BRYN MAWR AVE
NEWTOWN SQUARE, PA 19073-4330

A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ► 75.000000 %

B Internal Revenue Service Center where corporation filed its return ► CINCINNATI, OH 45999

C Tax shelter registration number (see instructions for Schedule K-1) ►

D Check applicable boxes: (1) Final K-1 (2) Amended K-1

	(a) Pro rata share items	(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1 Ordinary income (loss) from trade or business activities	1 -19,301.	See page 4 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	2 Net income (loss) from rental real estate activities	2	
	3 Net income (loss) from other rental activities	3	
	4 Portfolio income (loss):		
	a Interest	4a 169.	Sch. B, Part I, line 1
	b Ordinary dividends	4b	Sch. B, Part II, line 5
	c Royalties	4c	Sch. E, Part I, line 4
	d Net short-term capital gain (loss)	4d	Sch. D, line 5, col. (f)
	e (1) Net long-term capital gain (loss)	4e(1) 29,550.	Sch. D, line 12, col. (f)
	(2) 28% rate gain (loss)	4e(2)	Sch. D, line 12, col. (g)
	(3) Qualified 5-year gain	4e(3)	Line 5 of worksheet for Sch. D, line 29
	f Other portfolio income (loss) (attach schedule)	4f	(Enter on applicable line of your return.)
Deductions	5 Net section 1231 gain (loss) (other than due to casualty or theft)	5	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	6 Other income (loss) (attach schedule)	6	(Enter on applicable line of your return.)
Investment Interest	7 Charitable contributions (attach schedule)	7	Sch. A, line 15 or 16
	8 Section 179 expense deduction	8	See pages 5 and 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	9 Deductions related to portfolio income (loss) (attach schedule)	9	
	10 Other deductions (attach schedule)	10	
	11a Interest expense on investment debts	11a	
	b (1) Investment income included on lines 4a, 4b, 4c, and 4f above	11b(1) 169.	Form 4952, line 1
	(2) Investment expenses included on line 9 above	11b(2)	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
Credits	12a Credit for alcohol used as fuel	12a	Form 6478, line 10
	b Low-income housing credit		Form 8586, line 5
	(1) From section 42(j)(5) partnerships	12b(1)	
	(2) Other than on line 12b(1)	12b(2)	
	c Qualified rehabilitation expenditures related to rental real estate activities	12c	
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d	See pages 6 and 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	e Credits related to other rental activities	12e	
	13 Other credits	13	

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule K-1 (Form 1120S) 2002

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SHAREHOLDER#01 DAVID W. ELKIN

Page 2

Schedule K-1 (Form 1120S) 2002

**SCHEDULE K-1
(Form 1120S)****Shareholder's Share of Income, Credits, Deductions, etc.**

► See separate instructions.

OMB. No. 1545-0130

2002Department of the Treasury
Internal Revenue Service

beginning

and ending

, 20

Shareholder's identifying number ► 042-54-2612

Corporation's identifying number ► 23-2767067

Shareholder's name, address, and ZIP code

Corporation's name, address, and ZIP code

JEFFREY NORMAN
202 WEED ST.
NEW CANAAN, CT 06840US MOBILCOMM, INC.
805 BRYN MAWR AVE
NEWTOWN SQUARE, PA 19073-4330

A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ► 25.000000 %

B Internal Revenue Service Center where corporation filed its return ► CINCINNATI, OH 45999

C Tax shelter registration number (see instructions for Schedule K-1) ►

D Check applicable boxes: (1) Final K-1 (2) Amended K-1

(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
1	Ordinary income (loss) from trade or business activities	1	-6,434.
2	Net income (loss) from rental real estate activities	2	
3	Net income (loss) from other rental activities	3	
4	Portfolio income (loss):		
a	Interest	4a	56.
b	Ordinary dividends	4b	
c	Royalties	4c	
d	Net short-term capital gain (loss)	4d	
e	(1) Net long-term capital gain (loss)	4e(1)	9,850.
	(2) 28% rate gain (loss)	4e(2)	
	(3) Qualified 5-year gain	4e(3)	
f	Other portfolio income (loss) (attach schedule)	4f	
5	Net section 1231 gain (loss) (other than due to casualty or theft)	5	
6	Other income (loss) (attach schedule)	6	
7	Charitable contributions (attach schedule)	7	
8	Section 179 expense deduction	8	
9	Deductions related to portfolio income (loss) (attach schedule)	9	
10	Other deductions (attach schedule)	10	
11a	Interest expense on investment debts	11a	
b	(1) Investment income included on lines 4a, 4b, 4c, and 4f above	11b(1)	56.
	(2) Investment expenses included on line 9 above	11b(2)	
12a	Credit for alcohol used as fuel	12a	
b	Low-income housing credit:		
(1)	From section 42(j)(5) partnerships	12b(1)	
(2)	Other than on line 12b(1)	12b(2)	
c	Qualified rehabilitation expenditures related to rental real estate activities	12c	
d	Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d	
e	Credits related to other rental activities	12e	
13	Other credits	13	

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule K-1 (Form 1120S) 2002

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SHAREHOLDER #02 JEFFREY NORMAN

Page 2

Adjustments and Tax Preference Items*	(a) Pro rata share items	(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
	14a Depreciation adjustment on property placed in service after 1986	14a	11.
	b Adjusted gain or loss	14b	
	c Depletion (other than oil and gas)	14c	
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)	
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)	
	e Other adjustments and tax preference items (attach schedule)	14e	
	15a Name of foreign country or U.S. possession ►	15a	
	b Gross income from all sources	15b	
	c Gross income sourced at shareholder level	15c	
	d Foreign gross income sourced at corporate level:		
	(1) Passive	15d(1)	
	(2) Listed categories (attach schedule)	15d(2)	
	(3) General limitation	15d(3)	
	e Deductions allocated and apportioned at shareholder level:		
	(1) Interest expense	15e(1)	
	(2) Other	15e(2)	
	f Deductions allocated and apportioned at corporate level to foreign source income:		
	(1) Passive	15f(1)	
	(2) Listed categories (attach schedule)	15f(2)	
	(3) General limitation	15f(3)	
	g Total foreign taxes (check one): ► <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	15g	
	h Reduction in taxes available for credit (attach schedule)	15h	
	16 Section 59(e)(2) expenditures: a Type ►	16a	
	b Amount	16b	
	17 Tax-exempt interest income	17	
	18 Other tax-exempt income	18	
	19 Nondeductible expenses	19	
	20 Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20	
	21 Amount of loan repayments for "Loans From Shareholders"	21	
	22 Recapture of low-income housing credit:		
	a From section 42(j)(5) partnerships	22a	
	b Other than on line 22a	22b	
	23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):		
Foreign Taxes			See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
			Form 1116, Part I
			Form 1116, Part II See Instructions for Form 1116
Other			See Shareholder's Instructions for Schedule K-1 (Form 1120S).
			Form 1040, line 8b
			See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
			Form 8611, line 8
Supplemental Information			

Form 1120S

Department of the Treasury
Internal Revenue Service

U.S. Income Tax Return for an S Corporation

OMB No. 1545-0130

2003

► Do not file this form unless the corporation has timely filed
Form 2553 to elect to be an S corporation.
► See separate instructions.

For calendar year 2003, or tax year beginning

, and ending

A Effective date of election as an S corporation 04/04/1994	Name US MOBILCOMM, INC. Number, street, and room or suite no. (If a P.O. box, see page 12 of the instructions.) 805 BRYN MAWR AVE	C Employer identification number 23-2767067
B Business code number (see pages 31-33 of the Insts.) 513000	City or town, state, and ZIP code NEWTOWN SQUARE, PA 19073-4330	D Date incorporated 04/04/1994
F Check applicable boxes: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input type="checkbox"/> Address change (5) <input type="checkbox"/> Amended return		E Total assets (see page 12 of instructions) 19,397.

G Enter number of shareholders in the corporation at end of the tax year ► **2**

Caution: Include only trade or business income and expenses on lines 1a through 21. See page 12 of the instructions for more information.

Income	1a Gross receipts or sales 7,818.	b Less returns and allowances	c Bal ► 1c 7,818.
7 Compensation of officers	2		802.
8 Salaries and wages (less employment credits)	3		7,016.
9 Repairs and maintenance	4		
10 Bad debts	5		
11 Rents	6		7,016.
12 Taxes and licenses	7		
13 Interest	8		
14a Depreciation (Attach Form 4562)	9	14a 491.	
b Depreciation claimed on Schedule A and elsewhere on return	10	14b	
c Subtract line 14b from line 14a	11		491.
15 Depletion (Do not deduct oil and gas depletion.)	12		
16 Advertising	13		
17 Pension, profit-sharing, etc., plans	14		
18 Employee benefit programs	15		
19 Other deductions (attach schedule)	16	SEE STATEMENT 1.	124.
20 Total deductions. Add the amounts shown in the far right column for lines 7 through 19	17		41,121.
21 Ordinary income (loss) from trade or business activities. Subtract line 20 from line 6	18		41,736.
22 Tax: a Excess net passive income tax (attach schedule)	19	22a	
b Tax from Schedule D (Form 1120S)	20	22b	
c Add lines 22a and 22b (see page 17 of the instructions for additional taxes)	21	22c	
23 Payments: a 2003 estimated tax payments and amount applied from 2002 return	22	23a	
b Tax deposited with Form 7004	23	23b	
c Credit for Federal tax paid on fuels (attach Form 4136)	24	23c	
d Add lines 23a through 23c	25	23d	
24 Estimated tax penalty (See page 17 of instructions). Check if Form 2220 is attached	26		-34,720.
25 Tax due. If line 23d is smaller than the total of lines 22c and 24, enter amount owed	27		24
26 Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid	Refunded ►		25
27 Enter amount of line 26 you want credited to 2004 estimated tax ►	26		
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			

Sign Here ►	Signature of officer	Date	Title	May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed	Preparer's SSN or PTIN	
			<input checked="" type="checkbox"/>	P00185980	
	Firm's name (or yours if self-employed), address, and ZIP code	RICHARD SHORIN CPA 255 RIDINGS WAY AMBLER, PA 19002-5247	EIN		
				Phone no. 215-628-1991	

For Paperwork Reduction Act Notice, see the separate instructions.

Form 1120S (2003)

US MOBILITY, INC.

2003 Depreciation Projects**TAX YEAR 2004**

Description of Property GENERAL DEPRECIATION AND AMORTIZATION										AMT Depreciation				Depreciation ad./pref.	
Asset description	Date placed in service	Basis for depreciation	ACRS class	MA CRS class	Method	Accumulated depreciation	Current-year depreciation	Basis for depreciation	Method	Accumulated depreciation	Current-year depreciation	AMT Depreciation	Depreciation ad./pref.		
EQUIP- BALT/WASH-USN	01/01/1995	41,335.	5	2000B	41,335.	886.	65	41,335.	1500B	6,000	38,985.	886.	67.		
COMPUTER EQUIPMENT	09/01/1998	952.	5	2000B	952.	564.		953.	1500B	6,000			-67.		
EQUIP- BALT/WASH ANT	11/22/1999		5	2000B				564.							
COMPUTER EQUIPMENT	07/01/2002	1,361.	5	2000B	1,361.	706.	261.	1,361.	1500B	5,000	551.	243.	18..		
<i>Balance in 04</i>															
TOTALS		43,649.				42,931.	265.	72,713.		47,820.	310.		-49.		
JSA 3X9031 2,000	02/07/2004														
<i>326</i>															

23-2767057

MC000585

02/07/2004

7

2003 Depreciation Projections

**Description of Property
GENERAL DEPRECIATION AND AMORTIZATION**

TAX YEAR 2004

02/07/2004

23-2767067

60

M000586

US MOBILCOMM, INC.

23-2767067

Page 2

Form 1120S (2003)

Schedule A Cost of Goods Sold (see page 18 of the instructions)

1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	802.
6	Total. Add lines 1 through 5	6	802.
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	802.

9a Check all methods used for valuing closing inventory. (i) Cost as described in Regulations section 1.471-3(ii) Lower of cost or market as described in Regulations section 1.471-4(iii) Other (specify method used and attach explanation) ►

b Check if there was a writedown of subnormal goods as described in Regulations section 1.471-2(c) ►

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ►

d If the LIFO inventory method was used for this tax year, enter percentage (or amounts) of closing inventory computed under LIFO 9d

e If property is produced or acquired for resale, do the rules of Section 263A apply to the corporation?

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory?

If "Yes," attach explanation.

Schedule B Other Information (see page 19 of instructions)

	Yes	No
1 Check method of accounting: (a) <input checked="" type="checkbox"/> Cash (b) <input type="checkbox"/> Accrual (c) <input type="checkbox"/> Other (specify) ►		
2 See pages 31 through 33 of the instructions and enter the: (a) Business activity ► TWO WAY RADIO (b) Product or service ► SERVICE		
3 At the end of the tax year, did the corporation own, directly or indirectly, 50% or more of the voting stock of a domestic corporation? (For rules of attribution, see section 267(c).) If "Yes," attach a schedule showing: (a) name, address, and employer identification number and (b) percentage owned		X
4 Was the corporation a member of a controlled group subject to the provisions of section 1561?		X
5 Check this box if the corporation has filed or is required to file Form 8264, Application for Registration of a Tax Shelter ►		
6 Check this box if the corporation issued publicly offered debt instruments with original issue discount		
If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.		
7 If the corporation: (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to its basis (or the basis of any other property) in the hands of a C corporation and (b) has net unrealized built-in gain (defined in section 1374(d)(1)) in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years ► \$		
8 Check this box if the corporation had accumulated earnings and profits at the close of the tax year ►		
9 Are the corporation's total receipts (see page 19 of the instructions) for the tax year and its total assets at the end of the tax year less than \$250,000? If "Yes," the corporation is not required to complete Schedules L and M-1.		X

Note: If the corporation had assets or operated a business in a foreign country or U.S. possession, it may be required to attach Schedule N (Form 1120), Foreign Operations of U.S. Corporations, to this return. See Schedule N for details.

Schedule K Shareholders' Shares of Income, Credits, Deductions, etc.

Income (Loss)	(a) Pro rata share items	(b) Total amount
1	Ordinary income (loss) from trade or business activities (page 1, line 21)	1 -34,720.
2	Net income (loss) from rental real estate activities (attach Form 8825)	2
3a	Gross income from other rental activities	3a
b	Expenses from other rental activities (attach schedule)	3b
c	Net income (loss) from other rental activities. Subtract line 3b from line 3a	3c
4	Portfolio income (loss):	
a	Interest income	4a
b	Dividends: (1) Qualified dividends ► (2) Total ordinary dividends ►	4b(2)
c	Royalty income	4c
d	Net short-term capital gain (loss): (1) Post-May 5, 2003 ► (2) Entire year ►	4d(2)
e	Net long-term capital gain (loss): (1) Post-May 5, 2003 ► (2) Entire year ►	4e(2)
f	Other portfolio income (loss) (attach schedule)	4f
5	Net section 1231 gain (loss) (attach Form 4797): (a) Post-May 5, 2003 ► (b) Entire year ►	5b
6	Other income (loss) (attach schedule)	6

Form 1120S (2003)

US MOBILCOMM, INC.

23-2767067

Page 3

Form 1120S (2003)

Schedule K Shareholders' Shares of Income, Credits, Deductions, etc. (continued)

	(a) Pro rata share items	(b) Total amount
Deductions	7 Charitable contributions (attach schedule) 8 Section 179 expense deduction (attach Form 4562) 9 Deductions related to portfolio income (loss) (itemize) 10 Other deductions (attach schedule)	7 8 9 10
Investment Interest	11a Interest expense on investment debts b (1) Investment income included on lines 4a, 4b(2), 4c, and 4f on page 2 (2) Investment expenses included on line 9 above	11a 11b(1) 11b(2)
Credits	12a Credit for alcohol used as a fuel (attach Form 6478) b Low-income housing credit: (1) From partnerships to which section 42(j)(5) applies (2) Other than on line 12b(1) c Qualified rehabilitation expenditures related to rental real estate activities (attach Form 3468) d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities e Credits related to other rental activities	12a 12b(1) 12b(2) 12c 12d 12e 13
Adjustments and Tax Preference Items	14a Depreciation adjustment on property placed in service after 1986 b Adjusted gain or loss c Depletion (other than oil and gas) d (1) Gross income from oil, gas, or geothermal properties (2) Deductions allocable to oil, gas, or geothermal properties e Other adjustments and tax preference items (attach schedule)	14a 14b 14c 14d(1) 14d(2) 14e 10.
Foreign Taxes	15a Name of foreign country or U.S. possession ► b Gross income from all sources c Gross income sourced at shareholder level d Foreign gross income sourced at corporate level: (1) Passive (2) Listed categories (attach schedule) (3) General limitation e Deductions allocated and apportioned at shareholder level: (1) Interest expense (2) Other f Deductions allocated and apportioned at corporate level to foreign source income: (1) Passive (2) Listed categories (attach schedule) (3) General limitation g Total foreign taxes (check one): ► <input type="checkbox"/> Paid <input type="checkbox"/> Accrued h Reduction in taxes available for credit (attach schedule)	15b 15c 15d(1) 15d(2) 15d(3) 15e(1) 15e(2) 15f(1) 15f(2) 15f(3) 15g 15h
Other	16 Section 59(e)(2) expenditures: a Type ► b Amount ► 17 Tax-exempt interest income 18 Other tax-exempt income 19 Nondeductible expenses 20 Total property distributions (including cash) other than dividends reported on line 22 below 21 Other items and amounts required to be reported separately to shareholders (attach schedule) 22 Total dividend distributions paid from accumulated earnings and profits 23 Income (loss). (Required only if Schedule M-1 must be completed.) Combine lines 1 through 6 in column (b). From the result, subtract the sum of lines 7 through 11a, 15g, and 16b	16b 17 18 19 20 22 23 -34,720.

Form 1120S (2003)

MC000588

US MOBILCOMM, INC.

23-2767067

Page 4

Form 1120S (2003)

Note: The corporation is not required to complete Schedules L and M-1 if question 9 of Schedule B is answered "Yes."

Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
Assets					
1 Cash			11,088.		8,881.
2a Trade notes and accounts receivable					
b Less allowance for bad debts					
3 Inventories					
4 U.S. government obligations					
5 Tax-exempt securities					
6 Other current assets (attach schedule)		STMT 3	14,400.		NONE
7 Loans to shareholders					
8 Mortgage and real estate loans					
9 Other investments (attach schedule)					
10a Buildings and other depreciable assets		44,213.		44,213.	
b Less accumulated depreciation		43,004.	1,209.	43,495.	718.
11a Depletable assets					
b Less accumulated depletion					
12 Land (net of any amortization)		28,500.		28,500.	
13a Intangible assets (amortizable only)		16,935.	11,565.	18,702.	9,798.
b Less accumulated amortization					
14 Other assets (attach schedule)		STMT 3	15,796.		NONE
15 Total assets			54,058.		19,397.
Liabilities and Shareholders' Equity					
16 Accounts payable					
17 Mortgages, notes, bonds payable in less than 1 year					
18 Other current liabilities (attach schedule)		STMT 3	2.		61.
19 Loans from shareholders					
20 Mortgages, notes, bonds payable in 1 year or more					
21 Other liabilities (attach schedule)					
22 Capital stock			5.		5.
23 Additional paid-in capital			476,012.		476,012.
24 Retained earnings			-421,961.		-456,681.
25 Adjustments to shareholders' equity (attach schedule)					
26 Less cost of treasury stock		()			
27 Total liabilities and shareholders' equity			54,058.		19,397.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

1 Net income (loss) per books	-34,720.	5 Income recorded on books this year not included on Schedule K, lines 1 through 6 (itemize):	
2 Income included on Schedule K, lines 1 through 6, not recorded on books this year (itemize):		a Tax-exempt interest	
3 Expenses recorded on books this year not included on Schedule K, lines 1 through 11a, 15g, and 16b (itemize):		6 Deductions included on Schedule K, lines 1 through 11a, 15g, and 16b, not charged against book income this year (itemize):	
a Depreciation		a Depreciation	
b Travel and entertainment		7 Add lines 5 and 6	
4 Add lines 1 through 3	-34,720.	8 Income (loss) (Schedule K, line 23). Line 4 less line 7	-34,720.

Schedule M-2 Analysis of Accumulated Adjustments Account, Other Adjustments Account, and Shareholders' Undistributed Taxable Income Previously Taxed (see page 29 of the instructions)

	(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
1 Balance at beginning of tax year	-360,347.		
2 Ordinary income from page 1, line 21			
3 Other additions			
4 Loss from page 1, line 21	(34,720.)		
5 Other reductions	() ()		
6 Combine lines 1 through 5	-395,067.		
7 Distributions other than dividend distributions			
8 Balance at end of tax year. Subtract line 7 from line 6	-395,067.		

MC000590

Form 4562

Depreciation and Amortization (Including Information on Listed Property)

OMB No. 1545-0172

2003Attachment
Sequence No. 67Identifying number
23-2767067Department of the Treasury
Internal Revenue Service

Name(s) shown on return

US MOBILCOMM, INC.

Business or activity to which this form relates

GENERAL DEPRECIATION AND AMORTIZATION**Part I Election To Expense Certain Property Under Section 179****Note: If you have any listed property, complete Part V before you complete Part I.**

1 Maximum amount. See page 2 of the instructions for a higher limit for certain businesses	1	
2 Total cost of section 179 property placed in service (see page 2 of the instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see page 2 of the instructions	5	
(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6		
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2002 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2004. Add lines 9 and 10, less line 12 ► [13]		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see page 3 of the instructions)	14	
15 Property subject to section 168(f)(1) election (see page 4 of the instructions)	15	
16 Other depreciation (including ACRS) (see page 4 of the instructions)	16	

Part III MACRS Depreciation (Do not include listed property) (See page 4 of the instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2003	17	491
18 If you are electing under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here ► []		

Section B - Assets Placed in Service During 2003 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			27.5 yrs.	MM	S/L	
			39 yrs.	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2003 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (see page 6 of the instructions)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	491
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

JSA For Paperwork Reduction Act Notice, see separate instructions.
3X2300 3.000

Form 4562 (2003)

US MOBILCOMM, INC.
Form 4562 (2003)23-2767067
Page 2**Part V Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See page 7 of the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?			Yes	No	24b If "Yes," is the evidence written?	Yes	No	
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see page 6 of the instructions)						25		
26 Property used more than 50% in a qualified business use (see page 6 of the instructions):								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use (see page 6 of the instructions):						S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1						29		

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles - see page 2 of the instructions)	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see page 8 of the instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See page 8 of the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See page 9 of the instructions.)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2003 tax year (see page 9 of the instructions):					
43 Amortization of costs that began before your 2003 tax year					
44 Total. Add amounts in column (f). See page 9 of the instructions for where to report					

2003 Depreciation

MC000592

02 / 07 / 200

*Assets Retired
JSA 350027 1 000

2003 Amortization

16

23-2767067

MC000593

K275 02/07/2004

2003 Alternative Minimum Tax Depreciation

US MOBILICOM, INC.

US MOBILCOMM, INC.

23-2767067

FORM 1120S, PAGE 1 DETAIL

LINE 12 - TAXES

TAXES AND LICENSES EXCLUDING INCOME TAXES

FRANCHISE AND CAPITAL STOCK TAX	124.
TOTAL	124.

LINE 19 - OTHER DEDUCTIONS

AMORTIZATION	1,767.
INSURANCE	350.
OFFICE SUPPLIES	273.
POSTAGE AND FEDEX	128.
ACCOUNTING AND PROFESSIONAL SERVICES	6,450.
COMPUTER REPAIR	191.
ABANDONMENT EXPENSE	30,196.
DUES AND MEMBERSHIPS	725.
TELEPHONE	1,041.
TOTAL	41,121.

MC000595

STATEMENT 1

02/07/2004

23-2767067

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US MOBILCOMM, INC.

23-2767067

FORM 1120S, PAGE 2 DETAIL

SCH A, LINE 5 - OTHER COSTS

OTHER DIRECT SITE COSTS (PHONE, INSURANCE, RESELLER)	802.
TOTAL	802.

MC000596

STATEMENT 2

02/07/2004

23-2767067

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US MOBILCOMM, INC.

23-2767067

FORM 1120S, PAGE 4 DETAIL - SCH L

LINE 6 - OTHER CURRENT ASSETS

	BEGINNING	ENDING
LICENSE OPTION PAYMENTS	14,400.	NONE
TOTAL	14,400.	NONE

LINE 14 - OTHER ASSETS

LONG TERM STORED EQUIPMENT	15,796.	NONE
TOTAL	15,796.	NONE

LINE 18 - OTHER CURRENT LIABILITIES

SALES TAX PAYABLE	2.	61.
TOTAL	2.	61.

MC000597

STATEMENT 3

02/07/2004

23-2767067

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US MOBILCOMM, INC.

23-2767067

FEDERAL FOOTNOTES

RECONCILIATION OF ACCUMULATED ADJUSTMENTS ACCOUNT TO RETAINED EARNINGS:

	BEGINNING	ENDING
C CORPORATION EARNINGS AND PROFITS ACCUMULATED ADJUSTMENTS ACCOUNT	- 61,614. -360,347.	-61,614. -395,067.
BOOK RETAINED EARNINGS	----- -421,961.	----- -456,681.

MC000598

STATEMENT 4

02/07/2004

23-2767067

21

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**SCHEDULE K-1
(Form 1120S)****Shareholder's Share of Income, Credits, Deductions, etc.**

OMB No. 1545-0130

2003

Department of the Treasury
Internal Revenue Service

For calendar year 2003 or tax year

beginning _____ and ending , 20_____

Shareholder's identifying number ► 043-50-6463

Corporation's Identifying number ► 23-2767067

Shareholder's name, address, and ZIP code

Corporation's name, address, and ZIP code

DAVID W. ELKIN
805 BRYN MAWR AVE
NEWTOWN SQUARE, PA 19073-4330US MOBILCOMM, INC.
805 BRYN MAWR AVE
NEWTOWN SQUARE, PA 19073-4330

- A Shareholder's percentage of stock ownership for tax year (see instructions for Schedule K-1) ► 75.000000 %
- B Internal Revenue Service Center where corporation filed its return ► CINCINNATI, OH 45999
- C Tax shelter registration number (see instructions for Schedule K-1) ►
- D Check applicable boxes: (1) Final K-1 (2) Amended K-1

	(a) Pro rata share items	(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Income (Loss)	1 Ordinary income (loss) from trade or business activities	1 -26,040.	See page 4 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	2 Net income (loss) from rental real estate activities	2	Form 1040, line 8a
	3 Net income (loss) from other rental activities	3	Form 1040, line 9b
	4 Portfolio income (loss):		Form 1040, line 9a
	a Interest income	4a	Sch. E, Part I, line 4
	b (1) Qualified dividends	4b(1)	Sch. D, line 5, col. (g)
	(2) Total ordinary dividends	4b(2)	Sch. D, line 5, col. (f)
	c Royalty income	4c	Sch. D, line 12, col. (g)
	d (1) Net short-term capital gain (loss) (post-May 5, 2003)	4d(1)	Sch. D, line 12, col. (f)
	(2) Net short-term capital gain (loss) (entire year)	4d(2)	(Enter on applicable line of your return.)
	e (1) Net long-term capital gain (loss) (post-May 5, 2003)	4e(1)	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	(2) Net long-term capital gain (loss) (entire year)	4e(2)	(Enter on applicable line of your return.)
	f Other portfolio income (loss) (attach schedule)	4f	Sch. A, line 15 or 16
	5 a Net section 1231 gain (loss) (post-May 5, 2003)	5a	See page 5 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	b Net section 1231 gain (loss) (entire year)	5b	(Enter on applicable line of your return.)
	6 Other income (loss) (attach schedule)	6	Sch. A, line 15 or 16
Deductions	7 Charitable contributions (attach schedule)	7	See page 5 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	8 Section 179 expense deduction	8	Form 4952, line 1
	9 Deductions related to portfolio income (loss) (attach schedule)	9	See Shareholder's Instructions for Schedule K-1 (Form 1120S).
	10 Other deductions (attach schedule)	10	Form 6478, line 10
Investment Interest	11 a Interest expense on investment debts	11a	Form 8586, line 5
	b (1) Investment income included on lines 4a, 4b(2), 4c, and 4f above	11b(1)	See pages 6 and 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
	(2) Investment expenses included on line 9 above	11b(2)	
Credits	12 a Credit for alcohol used as fuel	12a	
	b Low-income housing credit:		
	(1) From section 42(j)(5) partnerships	12b(1)	
	(2) Other than on line 12b(1)	12b(2)	
	c Qualified rehabilitation expenditures related to rental real estate activities	12c	
	d Credits (other than credits shown on lines 12b and 12c) related to rental real estate activities	12d	
	e Credits related to other rental activities	12e	
	13 Other credits	13	

For Paperwork Reduction Act Notice, see the Instructions for Form 1120S.

Schedule K-1 (Form 1120S) 2003

MC000599

SHAREHOLDER#01 DAVID W. ELKIN

6712

Schedule K-1 (Form 1120S) 2003

Page 2

(a) Pro rata share items		(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
Adjustments and Tax Preference Items	14a Depreciation adjustment on property placed in service after 1986	14a	See page 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
	b Adjusted gain or loss	14b	
	c Depletion (other than oil and gas)	14c	
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)	
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)	
e Other adjustments and tax preference items (attach schedule)	14e		
Foreign Taxes	15a Name of foreign country or U.S. possession ►	15a	Form 1116, Part I See Instructions for Form 1116
	b Gross income from all sources	15b	
	c Gross income sourced at shareholder level	15c	
	d Foreign gross income sourced at corporate level:	15d(1)	
	(1) Passive	15d(2)	
	(2) Listed categories (attach schedule)	15d(3)	
	(3) General limitation	15e(1)	
	e Deductions allocated and apportioned at shareholder level:	15e(2)	
	(1) Interest expense	15f(1)	
	(2) Other	15f(2)	
	f Deductions allocated and apportioned at corporate level to foreign source income:	15f(3)	
	(1) Passive	15g	
(2) Listed categories (attach schedule)	15h		
g Total foreign taxes (check one): ► <input type="checkbox"/> Paid <input type="checkbox"/> Accrued		See Shareholder's Instructions for Schedule K-1 (Form 1120S). Form 1040, line 8b See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S). Form 8611, line 8	
h Reduction in taxes available for credit (attach schedule)			
16 Section 59(e)(2) expenditures: a Type ►	16b		
b Amount	17		
17 Tax-exempt interest income	18		
18 Other tax-exempt income	19		
19 Nondeductible expenses	20		
20 Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	21		
21 Amount of loan repayments for "Loans From Shareholders"	22a		
22 Recapture of low-income housing credit:	22b		
a From section 42(j)(5) partnerships			
b Other than on line 22a			
23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):			

Schedule K-1 (Form 1120S) 2003

SHAREHOLDER#02 JEFFREY NORMAN

6712

Schedule K-1 (Form 1120S) 2003

Page 2

Adjustments and Tax Preference Items	(a) Pro rata share items	(b) Amount	(c) Form 1040 filers enter the amount in column (b) on:
	14a Depreciation adjustment on property placed in service after 1986	14a	2.
	b Adjusted gain or loss	14b	
	c Depletion (other than oil and gas)	14c	
	d (1) Gross income from oil, gas, or geothermal properties	14d(1)	
	(2) Deductions allocable to oil, gas, or geothermal properties	14d(2)	
	e Other adjustments and tax preference items (attach schedule)	14e	
	15a Name of foreign country or U.S. possession ►	15a	
	b Gross income from all sources	15b	
	c Gross income sourced at shareholder level	15c	
	d Foreign gross income sourced at corporate level:		
	(1) Passive	15d(1)	
	(2) Listed categories (attach schedule)	15d(2)	
	(3) General limitation	15d(3)	
	e Deductions allocated and apportioned at shareholder level:		
	(1) Interest expense	15e(1)	
	(2) Other	15e(2)	
	f Deductions allocated and apportioned at corporate level to foreign source income:		
	(1) Passive	15f(1)	
	(2) Listed categories (attach schedule)	15f(2)	
	(3) General limitation	15f(3)	
	g Total foreign taxes (check one): ► <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	15g	
	h Reduction in taxes available for credit (attach schedule)	15h	
	16 Section 59(e)(2) expenditures: a Type ►	16a	
	b Amount	16b	
	17 Tax-exempt interest income	17	
	18 Other tax-exempt income	18	
	19 Nondeductible expenses	19	
	20 Property distributions (including cash) other than dividend distributions reported to you on Form 1099-DIV	20	
	21 Amount of loan repayments for "Loans From Shareholders"	21	
	22 Recapture of low-income housing credit:		
	a From section 42(j)(5) partnerships	22a	
	b Other than on line 22a	22b	
	23 Supplemental information required to be reported separately to each shareholder (attach additional schedules if more space is needed):		
Foreign Taxes			See page 6 of the Shareholder's Instructions for Schedule K-1 (Form 1120S) and Instructions for Form 6251
Other			Form 1116, Part I
Supplemental Information			Form 1116, Part II See Instructions for Form 1116
			See Shareholder's Instructions for Schedule K-1 (Form 1120S).
			Form 1040, line 8b
			See page 7 of the Shareholder's Instructions for Schedule K-1 (Form 1120S).
			Form 8611, line 8

US MOBILCOMM, INC.

23-2767067

FORM 1120S, SCHEDULE K-1, S/H #02 JEFFREY NORMAN

SHAREHOLDER FOOTNOTES

YOUR DEDUCTION OF LOSSES ARE LIMITED TO YOUR BASIS
PLEASE CONSULT YOUR TAX ADVISOR

MC000603

STATEMENT 1

3C9010 1.000

02/07/2004

23-2767067

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Form 1120S

Department of the Treasury
Internal Revenue Service

U.S. Income Tax Return for an S Corporation

► Do not file this form unless the corporation has timely filed
Form 2553 to elect to be an S corporation.
► See separate instructions.

OMB No. 1545-0130

2004

For calendar year 2004, or tax year beginning _____, and ending _____

A Effective date of S election 04/04/1994	Name US MOBILCOMM, INC.	C Employer identification number 23-2767067
B Business code number (see pages 31-33 of the Insts.) 513000	Number, street, and room or suite no. (If a P.O. box, see page 12 of the instructions.) 805 BRYN MAWR AVE City or town, state, and ZIP code NEWTOWN SQUARE, PA 19073-4330	D Date incorporated 04/04/1994
		E Total assets (see page 12 of instructions) 13,039.

F Check applicable boxes: (1) Initial return (2) Final return (3) Name change (4) Address change (5) Amended return

G Enter number of shareholders in the corporation at end of the tax year ► 2

Caution: Include only trade or business income and expenses on lines 1a through 21. See page 12 of the instructions for more information.

Income	1a Gross receipts or sales 4,134.	b Less returns and allowances	c Bal ► 1c 4,134.
2 Cost of goods sold (Schedule A, line 8)			2
3 Gross profit. Subtract line 2 from line 1c			3 4,134.
4 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			4
5 Other income (loss) (attach schedule)			5
6 Total income (loss). Add lines 3 through 5			6 4,134.
7 Compensation of officers			7
8 Salaries and wages (less employment credits)			8
9 Repairs and maintenance			9
10 Bad debts			10
11 Rents			11
12 Taxes and licenses		SEE STATEMENT 1	12 400.
13 Interest			13
14 a Depreciation (attach Form 4562)	14a 261.		
b Depreciation claimed on Schedule A and elsewhere on return	14b		
c Subtract line 14b from line 14a			14c 261.
15 Depletion (Do not deduct oil and gas depletion.)			15
16 Advertising			16
17 Pension, profit-sharing, etc., plans			17
18 Employee benefit programs			18
19 Other deductions (attach schedule)		SEE STATEMENT 1	19 9,742.
20 Total deductions. Add the amounts shown in the far right column for lines 7 through 19			20 10,403.
21 Ordinary business income (loss). Subtract line 20 from line 6			21 -6,269.
22 Tax: a Excess net passive income tax (attach schedule)	22a		
b Tax from Schedule D (Form 1120S)	22b		
c Add lines 22a and 22b (see page 17 of the instructions for additional taxes)			22c
23 Payments: a 2004 estimated tax payments and amount applied from 2003 return	23a		
b Tax deposited with Form 7004	23b		
c Credit for Federal tax paid on fuels (attach Form 4136)	23c		
d Add lines 23a through 23c			23d
24 Estimated tax penalty (see page 17 of instructions). Check if Form 2220 is attached		► <input type="checkbox"/>	24
25 Tax due. If line 23d is smaller than the total of lines 22c and 24, enter amount owed			25
26 Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid			26
27 Enter amount of line 26 you want: Credited to 2005 estimated tax ►		Refunded ► 27	

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here

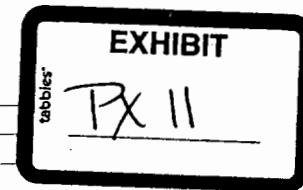
Signature of officer

Date

1/25/05

Title

May the IRS discuss this return with
the preparer shown below (see
instructions)? Yes No



Paid Preparer's signature	Date	Check if self-employed	Preparer's SSN or PTIN
Preparer's Firm's name (or yours) Use Only if self-employed.	RICHARD SHORIN CPA 255 RIDINGS WAY AMBLER, PA 19002-5247		EIN
address, and ZIP code			Phone no 215-628-1991

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 1120S (2004)

US MOBILCOMM, INC.

23-2767067

Page 2

Form 1120S (2004)

Schedule A Cost of Goods Sold (see page 17 of the instructions)

1 Inventory at beginning of year	1
2 Purchases	2
3 Cost of labor	3
4 Additional section 263A costs (attach schedule)	4
5 Other costs (attach schedule)	5
6 Total. Add lines 1 through 5	6
7 Inventory at end of year	7
8 Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8

9a Check all methods used for valuing closing inventory: (i) Cost as described in Regulations section 1.471-3(ii) Lower of cost or market as described in Regulations section 1.471-4(iii) Other (specify method used and attach explanation) ►

- b Check if there was a writedown of subnormal goods as described in Regulations section 1.471-2(c) ►
- c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ►
- d If the LIFO inventory method was used for this tax year, enter percentage (or amounts) of closing inventory computed under LIFO 9d |
- e If property is produced or acquired for resale, do the rules of Section 263A apply to the corporation? Yes No
- f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? Yes No
- If "Yes," attach explanation.

Schedule B Other Information (see page 18 of instructions)

	Yes	No
1 Check method of accounting: (a) <input checked="" type="checkbox"/> Cash (b) <input type="checkbox"/> Accrual (c) <input type="checkbox"/> Other (specify) ►		
2 See pages 31 through 33 of the instructions and enter the: (a) Business activity ► TWO WAY RADIO (b) Product or service ► SERVICE		
3 At the end of the tax year, did the corporation own, directly or indirectly, 50% or more of the voting stock of a domestic corporation? (For rules of attribution, see section 267(c).) If "Yes," attach a schedule showing: (a) name, address, and employer identification number and (b) percentage owned	X	
4 Was the corporation a member of a controlled group subject to the provisions of section 1561?	X	
5 Check this box if the corporation has filed or is required to file Form 8264, Application for Registration of a Tax Shelter ► <input type="checkbox"/>		
6 Check this box if the corporation issued publicly offered debt instruments with original issue discount ► <input type="checkbox"/> If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.		
7 If the corporation: (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to its basis (or the basis of any other property) in the hands of a C corporation and (b) has net unrealized built-in gain (defined in section 1374(d)(1)) in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years ► \$		
8 Check this box if the corporation had accumulated earnings and profits at the close of the tax year ► <input type="checkbox"/>		
9 Are the corporation's total receipts (see page 19 of the instructions) for the tax year and its total assets at the end of the tax year less than \$250,000? If "Yes," the corporation is not required to complete Schedules L and M-1.	X	

Note: If the corporation had assets or operated a business in a foreign country or U.S. possession, it may be required to attach Schedule N (Form 1120), Foreign Operations of U.S. Corporations, to this return. See Schedule N for details.

Schedule K Shareholders' Shares of Income, Deductions, Credits, etc.

Shareholders' Pro Rata Share Items	Total amount
1 Ordinary business income (loss) (page 1, line 21)	1 - 6,269 .
2 Net rental real estate income (loss) (attach Form 8825)	2
3a Other gross rental income (loss) 3a	
b Expenses from other rental activities (attach schedule) 3b	
c Other net rental income (loss). Subtract line 3b from line 3a 3c	
4 Interest income	4
5 Dividends: a Ordinary dividends	5a
b Qualified dividends 5b	
6 Royalties	6
7 Net short-term capital gain (loss)	7
8a Net long-term capital gain (loss)	8a
b Collectibles (28%) gain (loss) 8b	
c Unrecaptured section 1250 gain (attach schedule) 8c	
9 Net section 1231 gain (loss) (attach Form 4797)	9 - 65 .
10 Other income (loss) (attach schedule)	10

Income (Loss)

US MOBILCOMM, INC.

23-2767067

Page 3

Form 1120S (2004)

	Shareholders' Pro Rata Share Items (continued)	Total amount
Other Deductions	11 Section 179 deduction (attach Form 4562) 12a Contributions b Deductions related to portfolio income (attach schedule) c Investment interest expense d Section 59(e)(2) expenditures (1) Type ► (2) Amount ► 12d(2) e Other deductions (attach schedule)	11 12a 12b 12c 12d(2) 12e
Credits & Credit Recapture	13a Low-income housing credit (section 42(j)(5)) b Low-income housing credit (other) c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468) d Other rental real estate credits e Other rental credits f Credit for alcohol used as fuel (attach form 6478) g Other credits and credit recapture (attach schedule)	13a 13b 13c 13d 13e 13f 13g
Foreign Transactions	14a Name of country or U.S. possession ► b Gross income from all sources c Gross income sourced at shareholder level <i>Foreign gross income sourced at corporate level:</i> d Passive e Listed categories (attach schedule) f General limitation <i>Deductions allocated and apportioned at shareholder level:</i> g Interest expense h Other <i>Deductions allocated and apportioned at corporate level to foreign source income:</i> i Passive j Listed categories (attach schedule) k General limitation <i>Other information:</i> l Foreign taxes paid m Foreign taxes accrued n Reduction in taxes available for credit (attach schedule)	14b 14c 14d 14e 14f 14g 14h 14i 14j 14k 14l 14m 14n
Alternative Minimum Tax (AMT) Items	15a Post-1986 depreciation adjustment b Adjusted gain or loss c Depletion (other than oil and gas) d Oil, gas, and geothermal properties - gross income e Oil, gas, and geothermal properties - deductions f Other AMT items (attach schedule)	15a -15. 15b 31. 15c 15d 15e 15f
Items Affecting Shareholder Basis	16a Tax-exempt interest income b Other tax-exempt income c Nondeductible expenses d Property distributions e Repayment of loans from shareholders	16a 16b 16c 16d 16e
Other Information	17a Investment income b Investment expenses c Dividend distributions paid from accumulated earnings and profits d Other items and amounts (attach schedule) e Income/loss reconciliation. (Required only if Schedule M-1 must be completed.) Combine the amounts on lines 1 through 10 in the far right column. From the result, subtract the sum of the amounts on lines 11 through 12e and lines 14l or 14m, whichever applies	17a 17b 17c 17e -6,334.

Form 1120S (2004)

MC000606

US MOBILCOMM, INC.

MC000607

23-2767067

Page 4

Form 1120S (2004)

Note: The corporation is not required to complete Schedules L and M-1 if question 9 of Schedule B is answered "Yes."

Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
Assets		STMT 2	8,881.		4,616.
1 Cash					
2a Trade notes and accounts receivable					
b Less allowance for bad debts					
3 Inventories					
4 U.S. government obligations					
5 Tax-exempt securities					
6 Other current assets (attach schedule)					
7 Loans to shareholders					
8 Mortgage and real estate loans					
9 Other investments (attach schedule)					
10a Buildings and other depreciable assets	44,213.			43,260.	
b Less accumulated depreciation	43,495.	718.		42,868.	392.
11a Depletable assets					
b Less accumulated depletion					
12 Land (net of any amortization)	28,500.			28,500.	
13a Intangible assets (amortizable only)	18,702.	9,798.		20,469.	8,031.
b Less accumulated amortization					
14 Other assets (attach schedule)					
15 Total assets		19,397.			13,039.
Liabilities and Shareholders' Equity					
16 Accounts payable					
17 Mortgages, notes, bonds payable in less than 1 year					
18 Other current liabilities (attach schedule)	STMT 2	61.			37.
19 Loans from shareholders					
20 Mortgages, notes, bonds payable in 1 year or more					
21 Other liabilities (attach schedule)					
22 Capital stock		5.			5.
23 Additional paid-in capital		476,012.			476,012.
24 Retained earnings		-456,681.			-463,015.
25 Adjustments to shareholders' equity (attach schedule)					
26 Less cost of treasury stock	()
27 Total liabilities and shareholders' equity		19,397.			13,039.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

1 Net income (loss) per books	- 6,334.	5 Income recorded on books this year not included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize):		a Tax-exempt interest	
3 Expenses recorded on books this year not included on Schedule K, lines 1 through 12, and 14l or (14m) (itemize):		6 Deductions included on Schedule K, lines 1 through 12, and 14l or (14m), not charged against book income this year (itemize):	
a Depreciation		a Depreciation	
b Travel and entertainment		7 Add lines 5 and 6	
4 Add lines 1 through 3	- 6,334.	8 Income (loss) (Schedule K, line 17e). Line 4 less line 7	- 6,334.

Schedule M-2 Analysis of Accumulated Adjustments Account, Other Adjustments Account, and Shareholders' Undistributed Taxable Income Previously Taxed (see page 29 of the instructions)

	(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
	- 395,067.		
1 Balance at beginning of tax year			
2 Ordinary income from page 1, line 21			
3 Other additions			
4 Loss from page 1, line 21	(6,269.)		
5 Other reductions SEE STATEMENT 3.	(65.)		
6 Combine lines 1 through 5	- 401,401.		
7 Distributions other than dividend distributions			
8 Balance at end of tax year. Subtract line 7 from line 6	- 401,401.		

MC000608

Form 4562Department of the Treasury
Internal Revenue Service**Depreciation and Amortization
(Including Information on Listed Property)**

► See separate instructions. ► Attach to your tax return.

OMB No. 1545-0172

2004Attachment
Sequence No. 67

Identifying number

23-2767067

Name(s) shown on return
US MOBILCOMM, INC.

Business or activity to which this form relates

GENERAL DEPRECIATION AND AMORTIZATION**Part I Election To Expense Certain Property Under Section 179****Note: If you have any listed property, complete Part V before you complete Part I.**

1 Maximum amount. See page 2 of the instructions for a higher limit for certain businesses	1	
2 Total cost of section 179 property placed in service (see page 3 of the instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see page 3 of the instructions	5	
(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6		
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2003 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2005. Add lines 9 and 10, less line 12 ► 13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see page 3 of the instructions)	14	
15 Property subject to section 168(i)(1) election (see page 4 of the instructions)	15	
16 Other depreciation (including ACRS) (see page 4 of the instructions)	16	

Part III MACRS Depreciation (Do not include listed property.) (See page 5 of the instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2004	17	261.
18 If you are electing under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here ► <input type="checkbox"/>		

Section B - Assets Placed in Service During 2004 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			27.5 yrs.	MM	S/L	
			39 yrs.	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2004 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs.		S/L
c 40-year			40 yrs.	MM	S/L

Part IV Summary (see page 8 of the instructions)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	261.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

JSA For Paperwork Reduction Act Notice, see separate instructions.
4X2300 2.000

Form 4562 (2004)

US MOBILCOMM, INC.
Form 4562 (2004)

23-2767067

Page 2

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See page 9 of the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?			Yes	No	24b If "Yes," is the evidence written?		Yes	No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost		
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see page 8 of the instructions)						25				
26 Property used more than 50% in a qualified business use (see page 8 of the instructions):										
		%								
		%								
		%								
27 Property used 50% or less in a qualified business use (see page 8 of the instructions):										
		%				S/L -				
		%				S/L -				
		%				S/L -				
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1									28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1									29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

30 Total business/investment miles driven during the year (do not include commuting miles - See page 2 of the instructions)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see page 10 of the instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See page 10 of the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See page 10 of the instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2004 tax year (see page 11 of the instructions):					
43 Amortization of costs that began before your 2004 tax year					
44 Total. Add amounts in column (f). See page 12 of the instructions for where to report					

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Form 4562 (2004)

MC000609

01/24/2005

23-2767067

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Form 4797

Department of the Treasury
Internal Revenue Service (99)

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

► Attach to your tax return. ► See separate instructions.

OMB No. 1545-0184

2004Attachment
Sequence No. 27

Name(s) shown on return

Identifying number

US MOBILCOMM, INC.

23-2767067

- 1 Enter the gross proceeds from sales or exchanges reported to you for 2004 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) 1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
STMT 4						-65.
3 Gain, if any, from Form 4684, line 39						3
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37						4
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824						5
6 Gain, if any, from line 32, from other than casualty or theft						6
7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows:						7 -65.
Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.						
All others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on Schedule D and skip lines 8, 9, 11, and 12 below.						
8 Nonrecaptured net section 1231 losses from prior years (see instructions)						8
9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on Schedule D (see instructions)						9

Part II Ordinary Gains and Losses

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

11 Loss, if any, from line 7						11 ()
12 Gain, if any, from line 7 or amount from line 8, if applicable						12
13 Gain, if any, from line 31						13
14 Net gain or (loss) from Form 4684, lines 31 and 38a						14
15 Ordinary gain from installment sales from Form 6252, line 25 or 36						15
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824						16
17 Combine lines 10 through 16						17
18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:						
a If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 27, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 22. Identify as from "Form 4797, line 18a." See instructions						18a
b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14						18b

For Paperwork Reduction Act Notice, see page 8 of the instructions.

Form 4797 (2004)

MC000610

2004 Amortization

US Multicomm, Inc.

Description of Property

MC000612

23-2767067

K275 01/24/20

JUSA
6580261000

2004 Alternative Minimum Tax Depreciation

US MOBILCOMM, INC.

US MOBILCOMM, INC.

23-2767067

FORM 1120S, PAGE 1 DETAIL

LINE 12 - TAXES

TAXES AND LICENSES EXCLUDING INCOME TAXES

FRANCHISE AND CAPITAL STOCK TAX	250.
FCC LICENSE	150.
TOTAL	400.

LINE 19 - OTHER DEDUCTIONS

AMORTIZATION	1,767.
INSURANCE	350.
OFFICE SUPPLIES	22.
POSTAGE AND FEDEX	88.
ACCOUNTING AND PROFESSIONAL SERVICES	6,398.
SUBCONTRACTED SITE COST	611.
TELEPHONE	399.
DUES AND MEMBERSHIPS	24.
MISC	83.
TOTAL	9,742.

MC000614

STATEMENT 1

01/24/2005

23-2767067

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US MOBILCOMM, INC.

23-2767067

FORM 1120S, PAGE 4 DETAIL - SCH L

LINE 1 - CASH

	BEGINNING	ENDING
WACHOVIA	8,881.	4,616.
TOTAL	8,881.	4,616.

LINE 18 - OTHER CURRENT LIABILITIES

SALES TAX PAYABLE	61.	37.
TOTAL	61.	37.

MC000615

STATEMENT 2

01/24/2005

23-2767067

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US MOBILCOMM, INC.

23-2767067

FORM 1120S, PAGE 4 DETAIL

=====

SCH M-2, LINE 5 - OTHER REDUCTIONS - AAA

NET SECTION 1231 LOSS	65.
TOTAL	65.

=====

MC000616

STATEMENT 3

01/24/2005

23-2767067

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US MOBILCOMM, INC.

23-2767067

FORM 4797, PAGE 1 DETAIL PART I

(A) DESCRIPTION OF PROPERTY	(B) DATE ACQUIRED	(C) DATE SOLD	(D) GROSS SALES PRICE	(E) DEPREC. ALLOWED	(F) COST OR OTHER BASIS PLUS IMPROV AND SALE EXPENSE	(G) GAIN/LOSS
COMPUTER	09/01/1998	01/01/2004	NONE	888.	953.	-65.

PART I 4797 GAINS AND LOSSES

MC000617

01/24/2005

23-2767067

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STATEMENT 4

MC000618

6711

OMB No. 1545-0130

**Schedule K-1
(Form 1120S)**

**Department of the Treasury
Internal Revenue Service**

Tax year beginning _____, 2004
and ending _____, 20____

**Shareholder's Share of Income, Deductions,
Credits, etc.** ► See back of form and separate instructions

► See back of form and separate instructions.

Part I Information About the Corporation

A Corporation's employer identification number
23-2767067

B Corporation's name, address, city, state, and ZIP code
US MOBILCOMM, INC.
805 BRYN MAWR AVE
NEWTOWN SQUARE, PA 19073-4330

C IRS Center where corporation filed return
CINCINNATI, OH 45999

D Tax shelter registration number, if any _____

E Check if Form 8271 is attached

Part II Information About the Shareholder

F Shareholder's identifying number
043-50-6463

G Shareholder's name, address, city, state and ZIP code
DAVID W. ELKIN
805 BRYN MAWR AVE

NEWTOWN SQUARE, PA 19073-4330

H Shareholder's percentage of stock ownership for tax year **75.000000** %

*See attached statement for additional information.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions for Form 1120S.

Schedule K-1 (Form 1120S) 2004

JSA

4C1600 3.000

01/24/2005

23-2767067

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